

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

AUTHORS GUILD, et al.,

Plaintiffs,

v.

OPENAI INC., et al.,

Defendants.

No. 23-cv-08292-SHS-OTW  
No. 23-cv-10211-SHS-OTW

JONATHAN ALTER, et al.,

Plaintiffs,

v.

OPENAI INC., et al.,

Defendants.

**DECLARATION OF ELANA NIGHTINGALE DAWSON IN SUPPORT OF  
OPENAI DEFENDANTS' PRE-MOTION LETTER TO COMPEL PRODUCTION**

I, Elana Nightingale Dawson, declare as follows:

1. I am a partner at Latham & Watkins LLP, and counsel for Defendants OpenAI, Inc., OpenAI LP, OpenAI, LLC, OpenAI GP, LLC, OpenAI OpCo LLC, OpenAI Global LLC, OAI Corporation, LLC, OpenAI Holdings, LLC, OpenAI Startup Fund I LP, OpenAI Startup Fund GP I LLC, and OpenAI Startup Fund Management LLC (hereafter "OpenAI") in this matter. I have personal knowledge of the facts set forth in this declaration. If called as a witness, I could and would competently testify as to these facts under oath.

2. I submit this Declaration in Support of OpenAI's Letter Requesting a Pre-Motion Conference.

3. The parties conferred in good faith regarding the disputes addressed in the accompanying letter by telephone conference on October 15, November 5, and November 18,

2024, as well as by written correspondence before and after those dates. Plaintiffs did not dispute during the parties' conferrals that their publishers, agents, assistants, and loan-out companies have documents responsive to OpenAI's discovery requests.

4. Initially, Plaintiffs refused to produce discovery related to harm to Plaintiffs' traditional market as sought in at least RFP Nos. 5, 37, 58, 59, 60, 74, and 75. Plaintiffs then agreed to produce only those documents within Authors Guild's files and the individual Plaintiffs' personal files.

5. During the parties' conferral on October 22, 2024, Plaintiffs represented that their publishers were likely to have documents related to efforts to make the asserted works publicly available.

6. To date, the thirty Plaintiffs' productions have totaled 12,703 documents, combined. Those productions do not appear to contain publishing agreements for all of the works asserted by Plaintiffs Alter, Bird, Linden, Shapiro and Tolentino. Those productions also do not appear to contain the sales and revenue data for all of the works asserted by Plaintiffs Branch, LaValle, Linden, Martin, and Shapiro.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 18 day of November, 2024 in Silver Spring, Maryland.

By:   
Elana Nightingale Dawson